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Attorneys for Terrafusion, Inc. and
MCC Partners NY, LLC

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

KingU133

Court File No. _ 3:15-cv-2993 _____

Plaintiffs,

v.

**NOTICE OF REMOVAL OF ACTION
UNDER 28 U.S.C. §1441(B)
(DIVERSITY)**

TERRAFUSION, INC.; and DOES 1-10,
inclusive,

Defendants.

TO THE CLERK OF THE ABOVE-ENTITLED COURT:

PLEASE TAKE NOTICE that Defendant MCC Partners NY LLC, doing business as MCCP (“MCCP”), hereby removes to this Court the state court action described below.

1. On May 15, 2012, an action was commenced in the Superior Court of the State of California in and for the (*City* and) County of San Francisco, entitled *Edward Rotstein, an individual, and Terrafusion International, Inc. Plaintiffs, vs. Terrafusion, Inc. And Does 1 - 10, Inclusive*, Defendants, as case Number CGC-12-520812. A copy of the complaint is attached hereto as Exhibit “A”.

1
2 2. On 05/22/2015, Plaintiffs filed its Second Amended Complaint that amended
3 the Complaint in numerous material manners, including but not limited to the amending
4 “DOE 1” to be Defendant “MCCP, Inc.” and asserting materially new causes of action for
5 fraudulent conveyance and declaratory relief against all parties. A copy of the Second
6 Amended Complaint (“SAC”) is attached hereto as Exhibit “B”. Defendant MCC
7 Partners NY LLC, was wrongly named as “MCCP, Inc.” in the SAC.
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10 3. The Plaintiffs served the SAC and Amended Summons on Defendant
11 Terrafusion, Inc. on May 27, 2015 via email.
12

13 4. The Plaintiffs have not yet served the SAC and Amended Summons on
14 Defendant MCCP, nor has MCCP made an appearance in the case.
15

16 5. This action is a civil action of which this Court has original jurisdiction under
17 28 U.S.C. § 1332, and is one which may be removed to this Court by defendant MCCP
18 pursuant to the provisions of 28 U.S.C. § 1441(b) in that it is a civil action between
19 citizens of different states and the matter in controversy exceeds the sum of \$75,000,
20 exclusive of interest and costs because Plaintiffs are asking for general damages in the
21 amount exceeding of \$320,000.00 and the declaratory relief sought by Plaintiffs from
22 MCCP—i.e. declaring that certain assets currently owned by Defendants MCCP, which
23 assets MCCP purchased in good faith from Defendant Terrafusion, Inc., is owned by
24 Plaintiffs—is valued at more than the sum of \$75,000, exclusive of interest and costs.
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6. Defendant MCCP is informed and believes, and on that basis alleges, that Cross-Defendant Edward Rotstein is, and at all times mentioned herein was, an individual and resident of the County of King, State of Washington.

7. Defendant MCCP is informed and believes, and on that basis alleges, that Plaintiff Terrafusion International, Inc. is, and at all times mentioned herein was, a corporation incorporated under the laws of the State of Washington, with its principal place of business in the State of Washington.

8. Defendant MCCP is informed and believes, and on that basis alleges, that Terrafusion is, and at all times mentioned herein was, a duly organized and existing corporation incorporated under the laws of the State of Delaware, with its principal place of business in the County of New York, State of New York.

9. MCCP is, and at all times mentioned herein was, a duly organized and existing Limited Liability Company incorporated under the laws of the State of New York, with its principal place of business in the County of Kings, State of New York. All of the Members of the MCCP are citizens of the State of New York.

SILVER LAW FIRM, APC

Dated: 06/26/2015

By: /s/ Zvi A. Silver
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